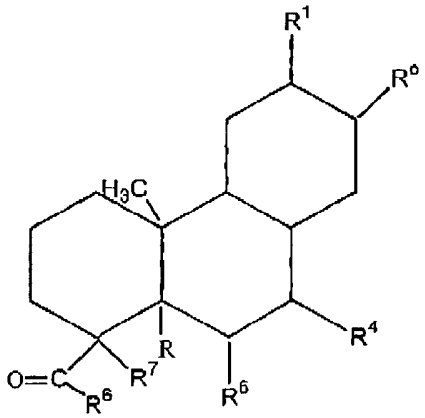
AMENDMENTS TO THE SPECIFICATION

Paragraphs 7 and 58 are amended as follows:

[0007] In one example of viral fusion, the entry of HIV into target cells is mediated by a fusion reaction in which the gp120/gp41 glycoprotein of the virus binds to CD4 and a CC chemokine receptor, CCR5 or CXCR4, on the target cell membrane. The HIV enveloped surface glycoproteins are synthesized as a single 160 [[Kd]] kD precursor protein which is cleaved by a cellular protease during viral budding into two glycoproteins, gp41 and gp120. gp41 is a transmembrane protein and gp120 is an extracellular protein which remains non-covalently associated with gp41, possibly in a trimeric or multimeric form. Hammarskjold, M. *et al., Biochem. Biophys. Acta* 989:269-280 (1989). HIV is targeted to CD4+ cells because the CD4 cell surface protein acts as the cellular receptor for the HIV-1 virus. *See, e.g.*, Dalgleish, A. *et al., Nature* 312:763-767 (1984); Klatzmann *et al., Nature* 312:767-768 (1984). Viral entry into cells is dependent upon gp120 binding the cellular CD4+ receptor molecules. *See* (McDougal, J. S. *et al., Science* 231:382-385 (1986); Maddon, P. J. *et al., Cell* 47:333-348 (1986).

[0058] Exemplary compounds useful in the present invention include, but are not limited to the compounds of U.S. Patents 6,096,917; 6,100,426; 6,103,922; ~~6,100,923~~ 6,103,923; 6,124,494; 6,127,422; ~~6,16,924~~ 6,156,924; 6,175,034; 6,180,815; and 6,180,816. An exemplary compound is a compound of the formula:



wherein:

R is hydrogen or R and R^6 combine to form a bond;

R^0 and R^1 are independently hydrogen, hydroxy, C_1-C_6 alkyl, C_1-C_6 alkoxy, hydroxy (C_1-C_6 alkyl), sulfhydryl, sulfamyl, $-SO_2-C_1$, -S-C(O)-$N(CH_3)_2$, amino, C_1-C_4 alkylamino, di(C_1-C_4 alkyl)amino, C_1-C_4 alkylsulfonylamino, di(C_1-C_4 alkylsulfonyl)amino - X^0-O-C(O)-C_1-C_4, alkyl, -O-$(X^1)_i$-X^2, -C(O)-X^3, -N-C(O)-R^2 or -O-R^3;

X^0 is a bond or divalent(C_1-C_6) alkyl);

X^1 is an amino acid;

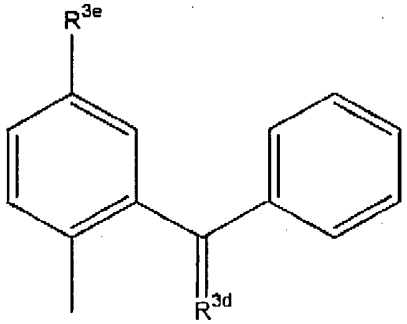
X^2 is hydrogen or an amino protecting group;

i is 1, 2, or 3;

X^3 is C_1-C_6 alkyl, C_1-C_6 alkoxy, halo(C_1-C_6 alkyl), hydroxy(C_1-C_6 alkyl) or phenyl;

R^2 is C_1-C_4 alkyl, C_1-C_4 alkoxy, halo(C_1-C_4 alkyl), hydroxy(C_1-C_4 alkyl), phenyl, p-methoxy-phenyl, p-fluoro-phenyl, naphthyl, pyridyl, thiazolyl, oxazolyl, thienyl, furyl, tetrahydrofuryl or cyclohexyl;

R^3 is C_1-C_6 alkenyl, $-CH_2-R^{3a}$, -C(O)-R^{3b}, -C(S)-R^{3c}, $-C(CH_3)_2C(O)NH_2$, phenyl or a group of the formula:



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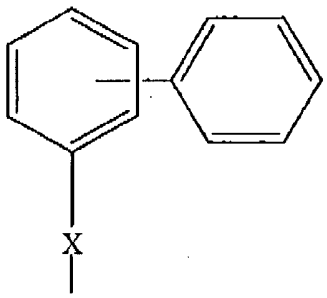
or



R^{3a} is phenyl, p-fluorophenyl, pyridyl, pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, N-(C_1-C_4 alkoxycarbonyl) piperidinyl, N-(trifluoromethyl)- piperidinyl, thiazolyl, oxazolyl, imidazolyl, isothiazolyl, isooxazolyl, quinolyl, isoquinolyl, thienyl, furyl, tetrahydrothienyl, tetrahydrofuryl, cyclohexyl, cyclopentyl, cyclopropyl or naphthyl;

R^{3b} is pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, N-(C_1-C_4 alkoxycarbonyl) piperidinyl, N-(trifluoromethyl) piperidinyl, benzyloxy, pyridylmethyloxy, C_1-C_6 alkoxy, halo(C_1-C_4 alkoxy), amino, C_1-C_4 alkylamino or di(C_1-C_4 alkyl) amino;

R^{3c} is amino, C_1-C_4 alkylamino or di(C_1-C_4 alkyl)amino;

R^{3d} is oxygen, hydroximino, hydrazino or =CHZ;
Z is hydrogen, C_1-C_4 alkyl, holgen, di(C_1-C_4 alkyl) amino, C_1-C_4 alkoxycarbonyl, carbonmoyl (C_1-C_4 alkyl), N-(C_1-C_4 alkyl)carbonmoyl or N,N-di(C_1-C_4 alkyl) carbamoyl;

R^{3e} is hydrogen, nitro or trifluoromethyl;

X is a bond or -(CH_2-;

R^4 is hydrogen, hydroxy, amino, C_1-C_4 alkylamino, di(C_1-C_4 alkyl)amino, C_1-C_4 alkoxy, =O, -O-S (CH_3)$_2$ C(CH_3)$_3$, C_2-C_6 alkanoyloxy, N-(C_2-C_6 alkanoyl)amino, =N-R^5 or R^4 and R^6 combine to form a bond;

R^5 is hydroxy amino, C_1-C_4 alkylamino, di (C_1-C_4 alkyl) amino, C1-C_4 alkoxy, pyridylmethoxy, benzyloxy, piperazinyl, N-(methyl) piperazinyl or -O-CH_2-C(O)- R^{5a},

R^{5a} is hydroxy or C_1-C_4 alkoxy;

R^6 is hydrogen, halo, C_1-C_4 alkyl or =O;

R^7 is hydrogen or C_1-C_4 alkyl;

R^8 is hydroxy, halo, C_1-C_6 alkoxy, pyrrolidinyl, piperidinyl, piperazinyl, 4-methy-piperazinyl, morpholinyl or -N(R^9) - R^{10};

R^9 is hydrogen or methyl;

R^{10} is -(divalent C_1-C_6 alkyl)-R^{10a};

R^{10a} is pyridyl,

with the proviso that R^6 cannot combine with both R^4 and R to form a bond;

or a pharmaceutically acceptable salt thereof.